

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
CSX CORPORATION,

Plaintiff,

v.

THE CHILDREN'S INVESTMENT FUND
MANAGEMENT (UK) LLP, THE CHILDREN'S
INVESTMENT FUND MANAGEMENT
(CAYMAN) LTD., THE CHILDREN'S
INVESTMENT MASTER FUND, 3G CAPITAL
PARTNERS LTD., 3G CAPITAL PARTNERS, L.P.,
3G FUND, L.P., CHRISTOPHER HOHN, SNEHAL
AMIN, AND ALEXANDRE BEHRING, A/K/A
ALEXANDRE BEHRING COSTA,

Defendants.

THE CHILDREN'S INVESTMENT MASTER
FUND,

Counterclaim and
Third-Party Plaintiff,

v.

CSX CORPORATION AND MICHAEL J. WARD,

Counterclaim and
Third-Party Defendants.

3G CAPITAL PARTNERS LTD., 3G CAPITAL
PARTNERS, L.P. AND 3G FUND, L.P.

Counterclaim Plaintiffs,

v.

CSX CORPORATION AND MICHAEL WARD,

Counterclaim Defendants.
-----X

ECF CASE

08 Civ. 02764 (LAK) (KNF)

**NOTICE OF MOTION TO ADMIT
COUNSEL *PRO HAC VICE***

U.S. DISTRICT COURT
SDNY
APR 28 PM 4:30
J. G. ...

APR 28 2008

025764-649250

PLEASE TAKE NOTICE THAT, upon the Affidavit of Yocheved Cohen and the proposed order herein, the undersigned will move this Court before the Honorable Lewis A. Kaplan, U.S.D.J., at the United States Courthouse located at 500 Pearl Street, New York, New York, a date and time to be specified by the Court, for an Order admitting Pamela Serranzana to appear in the above-captioned action *pro hac vice* on behalf of Defendants The Children's Investment Fund Management (UK) LLP, The Children's Investment Fund Management (Cayman) LTD., The Children's Investment Master Fund, Christopher Hohn, and Snehal Amin.

Dated: April 28, 2008

New York, New York

SCHULTE ROTH & ZABEL LLP

By: 
Yocheved Cohen

919 Third Avenue
New York, New York 10022
yocheved.cohen@srz.com
(212) 756-2000 (telephone)
(212) 593-5955 (facsimile)

*Attorneys for Defendants The Children's
Investment Fund Management (UK) LLP,
The Children's Investment Fund
Management (Cayman) Ltd., The Children's
Investment Master Fund, Christopher Hohn,
and Snehal Amin*

TO: CRAVATH SWAINE & MOORE LLP
825 Eighth Avenue
New York, NY 10019
(212) 474-1000

Attention: Francis P. Barron, Esq.

FRIEDMAN KAPLAN SEILER & ADELMAN LLP
1633 Broadway, 46th Floor
New York, NY 10019
(212) 833-1100

Attention: Lance J. Gotko, Esq.

DEWEY PEGNO & KRAMARSKY LLP
220 East 42nd Street, 33rd Fl
New York, NY 10017
(212) 943-9000

Attention: Keara A. Bergin, Esq.

KIRKLAND & ELLIS LLP
Citigroup Center
153 East 53rd Street
New York, NY 10022
(212) 446-4800

Attention: Peter D. Doyle, Esq.

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
CSX CORPORATION,

Plaintiff,

v.

THE CHILDREN'S INVESTMENT FUND
MANAGEMENT (UK) LLP, THE CHILDREN'S
INVESTMENT FUND MANAGEMENT
(CAYMAN) LTD., THE CHILDREN'S
INVESTMENT MASTER FUND, 3G CAPITAL
PARTNERS LTD., 3G CAPITAL PARTNERS, L.P.,
3G FUND, L.P., CHRISTOPHER HOHN, SNEHAL
AMIN, AND ALEXANDRE BEHRING, A/K/A
ALEXANDRE BEHRING COSTA,

Defendants.

THE CHILDREN'S INVESTMENT MASTER
FUND,

Counterclaim and
Third-Party Plaintiff,

v.

CSX CORPORATION AND MICHAEL J. WARD,

Counterclaim and
Third-Party Defendants.

3G CAPITAL PARTNERS LTD., 3G CAPITAL
PARTNERS, L.P. AND 3G FUND, L.P.

Counterclaim Plaintiffs,

v.

CSX CORPORATION AND MICHAEL WARD,

Counterclaim Defendants.
-----X

ECF CASE

08 Civ. 02764 (LAK) (KNF)

**MOTION TO ADMIT COUNSEL
PRO HAC VICE**

Pursuant to Rule 1.3(c) of the Local Rules of the United States District Courts for the Southern and Eastern Districts of New York, I, Yocheved Cohen, a member in good standing of the bar of the Court, hereby move for an Order allowing the admission *pro hac vice* of:

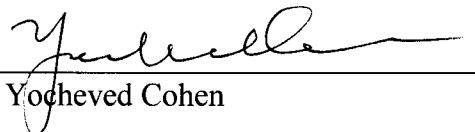
Pamela Serranzana
Schulte Roth & Zabel LLP
919 Third Avenue, Suite 1906
New York, NY 10022
Phone: (212) 756-2026
Email: Pamela.Serranzana@srz.com

Pamela Serranzana is a member in good standing of the bar of the state of New York. There are no pending disciplinary proceedings against Pamela Serranzana in any State or Federal Court.

Dated: April 28, 2008

New York, New York

SCHULTE ROTH & ZABEL LLP

By: 
Yocheved Cohen

919 Third Avenue
New York, New York 10022
yocheved.cohen@srz.com
(212) 756-2000 (telephone)
(212) 593-5955 (facsimile)

*Attorneys for Defendants The Children's
Investment Fund Management (UK) LLP,
The Children's Investment Fund
Management (Cayman) Ltd., The Children's
Investment Master Fund, Christopher Hohn,
and Snehal Amin*

TO: CRAVATH SWAINE & MOORE LLP
825 Eighth Avenue
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Attention: Francis P. Barron, Esq.

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Attention: Lance J. Gotko, Esq.

DEWEY PEGNO & KRAMARSKY LLP
220 East 42nd Street, 33rd Fl
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Attention: Keara A. Bergin, Esq.

KIRKLAND & ELLIS LLP
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153 East 53rd Street
New York, NY 10022
(212) 446-4800

Attention: Peter D. Doyle, Esq.

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	
CSX CORPORATION,	:
	:
Plaintiff,	:
	:
v.	:
	:
THE CHILDREN'S INVESTMENT FUND	: ECF CASE
MANAGEMENT (UK) LLP, THE CHILDREN'S	: 08 Civ. 02764 (LAK) (KNF)
INVESTMENT FUND MANAGEMENT	:
(CAYMAN) LTD., THE CHILDREN'S	: AFFIDAVIT OF YOCHEVED COHEN
INVESTMENT MASTER FUND, 3G CAPITAL	: IN SUPPORT OF MOTION TO
PARTNERS LTD., 3G CAPITAL PARTNERS, L.P.,	: ADMIT COUNSEL <i>PRO HAC VICE</i>
3G FUND, L.P., CHRISTOPHER HOHN, SNEHAL	:
AMIN, AND ALEXANDRE BEHRING, A/K/A	:
ALEXANDRE BEHRING COSTA,	:
	:
Defendants.	:
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	:
THE CHILDREN'S INVESTMENT MASTER	:
FUND,	:
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Counterclaim and	:
Third-Party Plaintiff,	:
	:
v.	:
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CSX CORPORATION AND MICHAEL J. WARD,	:
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Counterclaim and	:
Third-Party Defendants.	:
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3G CAPITAL PARTNERS LTD., 3G CAPITAL	:
PARTNERS, L.P. AND 3G FUND, L.P.	:
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Counterclaim Plaintiffs,	:
	:
v.	:
	:
CSX CORPORATION AND MICHAEL WARD,	:
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Counterclaim Defendants.	:
	:
-----X	

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

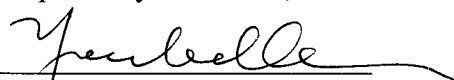
Yocheved Cohen, being duly sworn, hereby deposes and says as follows:

1. I am special counsel to the firm of Schulte Roth & Zabel LLP, counsel for Defendants The Children's Investment Fund Management (UK) LLP, The Children's Investment Fund Management (Cayman) LTD., The Children's Investment Master Fund, Christopher Hohn, and Snehal Amin (the "TCI Defendants") in the above captioned action. I am familiar with the proceedings in this case. I make this statement based on my personal knowledge of the facts set further herein and in support of the TCI Defendants' motion to admit Pamela Serranzana as counsel *pro hac vice* to represent the TCI Defendants in this matter.
2. I am a member in good standing of the bar of the state of New York, and was admitted to practice law in 1978. I am also admitted to the bar of the United States District Court for the Southern District of New York, and am in good standing with this Court.
3. I have known Pamela Serranzana since September of 2003.
4. Ms. Serranzana is an attorney at Schulte Roth & Zabel LLP, 919 Third Avenue, New York, NY 10022.
5. I have found Ms. Serranzana to be a skilled attorney and a person of integrity. She is experienced in Federal practice and is familiar with the Federal Rules of Procedure.
6. Accordingly, I am pleased to move for the admission of Pamela Serranzana, *pro hac vice*.
7. In support of this motion, I submit a Certificate of Good Standing of Pamela Serranzana, which is attached as Exhibit A.
8. I respectfully submit a proposed order granting the admission of Pamela Serranzana, *pro hac vice*, which is attached as Exhibit B.


WHEREFORE it is respectfully requested that the motion to admit Pamela Serranzana, *pro hac vice*, to represent the TCI Defendants in the above captioned matter, be granted.

Dated: April 28, 2008
New York, New York

Respectfully submitted,


Yocheved Cohen

Sworn to before me
the 28th day of April, 2008


NOTARY PUBLIC
JEANETTE ANOLA
Notary Public, State of New York
No. 61AR4798015
Qualified in Queens County
Certificate Filed in New York County
Commission Expires Dec. 31, 2009

**Appellate Division of the Supreme Court
of the State of New York
First Judicial Department**

I, John M. McConnell, Clerk of the Appellate Division of the Supreme Court of the State of New York, First Judicial Department, certify that

PAMELA C. SERRANZANA

was duly licensed and admitted to practice as an Attorney and Counsellor at Law in all the courts of the State of New York on the 13th day of September, 2004 has duly taken and subscribed the oath of office prescribed by law, has been enrolled in the Roll of Attorneys and Counsellors at Law on file in my office, has duly registered with the administrative office of the courts, and according to the records of this court is in good standing as an attorney and counsellor at law.

In Witness Whereof, I have hereunto set my
hand and affixed the seal of this court on

April 25, 2008



Clerk of the Court

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

CSX CORPORATION.

Plaintiff,

V.

THE CHILDREN'S INVESTMENT FUND :
MANAGEMENT (UK) LLP, THE CHILDREN'S :
INVESTMENT FUND MANAGEMENT :
(CAYMAN) LTD., THE CHILDREN'S :
INVESTMENT MASTER FUND, 3G CAPITAL :
PARTNERS LTD., 3G CAPITAL PARTNERS, L.P., :
3G FUND, L.P., CHRISTOPHER HOHN, SNEHAL :
AMIN, AND ALEXANDRE BEHRING, A/K/A :
ALEXANDRE BEHRING COSTA. :

Defendants.

THE CHILDREN'S INVESTMENT MASTER
FUND,

Counterclaim and
Third-Party Plaintiff,

V.

CSX CORPORATION AND MICHAEL J. WARD,

Counterclaim and Third-Party Defendants.

3G CAPITAL PARTNERS LTD., 3G CAPITAL PARTNERS, L.P. AND 3G FUND, L.P.

Counterclaim Plaintiffs,

V.

CSX CORPORATION AND MICHAEL WARD,

Counterclaim Defendants.

Upon the motion of Yocheved Cohen, attorney for Defendants The Children's Investment Fund Management (UK) LLP, The Children's Investment Fund Management (Cayman) LTD., The Children's Investment Master Fund, Christopher Hohn, and Snehal Amin in the above captioned action, and said sponsor attorney's affidavit of support:

IT IS HEREBY ORDERED that

Pamela Serranzana
Schulte Roth & Zabel LLP
919 Third Avenue, Suite 1906
New York, NY 10022
Phone: (212) 756-2026
Email: Pamela.Serranzana@srz.com

is admitted to practice *pro hac vice* as counsel for Defendants The Children's Investment Fund Management (UK) LLP, The Children's Investment Fund Management (Cayman) LTD., The Children's Investment Master Fund, Christopher Hohn, and Snehal Amin in the above captioned action in the United States District Court for the Southern District of New York. All attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. If this action is assigned to the Electronic Case Filing (ECF) system, counsel shall immediately apply for an ECF password at www.nysd.uscourts.gov. Counsel shall forward the *pro hac vice* fee to the Clerk of the Court.

Dated:

New York, New York

United States District Judge

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	:	
CSX CORPORATION,	:	
	:	
Plaintiff,	:	
	:	
v.	:	
	:	ECF CASE
THE CHILDREN'S INVESTMENT FUND	:	08 Civ. 02764 (LAK) (KNF)
MANAGEMENT (UK) LLP, THE CHILDREN'S	:	
INVESTMENT FUND MANAGEMENT	:	
(CAYMAN) LTD., THE CHILDREN'S	:	AFFIDAVIT OF SERVICE BY MAIL
INVESTMENT MASTER FUND, 3G CAPITAL	:	
PARTNERS LTD., 3G CAPITAL PARTNERS, L.P.,	:	
3G FUND, L.P., CHRISTOPHER HOHN, SNEHAL	:	
AMIN, AND ALEXANDRE BEHRING, A/K/A	:	
ALEXANDRE BEHRING COSTA,	:	
	:	
Defendants.	:	
-----X	:	
THE CHILDREN'S INVESTMENT MASTER	:	
FUND,	:	
Counterclaim and	:	
Third-Party Plaintiff,	:	
	:	
v.	:	
	:	
CSX CORPORATION AND MICHAEL J. WARD,	:	
	:	
Counterclaim and	:	
Third-Party Defendants.	:	
-----X	:	
3G CAPITAL PARTNERS LTD., 3G CAPITAL	:	
PARTNERS, L.P. AND 3G FUND, L.P.	:	
	:	
Counterclaim Plaintiffs,	:	
	:	
v.	:	
	:	
CSX CORPORATION AND MICHAEL WARD,	:	
	:	
Counterclaim Defendants.	:	
-----X	:	

STATE OF NEW YORK)
)
COUNTY OF NEW YORK) ss.:

JEANETTE ARIOLA, being duly sworn, deposes and states:

I am not a party to this proceeding, am over 18 years of age and am employed by Schulte Roth & Zabel LLP.

On April 28, 2008, deponent served the Notice of Motion to Admit Counsel Pro Hac Vice, Motion to Admit Counsel Pro Hac Vice, Affidavit of Yocheved Cohen in Support of Motion to Admit Counsel Pro Hac Vice and Proposed Order Granting Admission Pro Hac Vice, upon the following at the addresses designated for that purpose:

Francis P. Barron, Esq.
Cravath Swaine & Moore LLP
825 Eighth Avenue
New York, NY 10019

Lance J. Gotko, Esq.
Friedman Kaplan Seiler & Adelman LLP
1633 Broadway, 46th Floor
New York, NY 10019

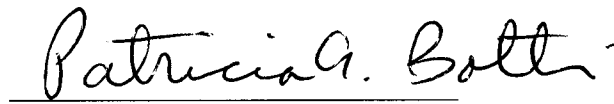
Keara A. Bergin, Esq.
Dewey Pegno & Kramarsky LLP
220 East 42nd Street, 33rd Fl.
New York, NY 10017

Peter D. Doyle, Esq.
Kirkland & Ellis LLP
Citigroup Center
153 East 53rd Street
New York, NY 10022

Said service was made by depositing true copies of said documents, enclosed in post-paid sealed wrappers, properly addressed to the above-named and deposited in an official depository under the exclusive care and custody of the United States Postal Service within the State of New York.


JEANETTE ARIOLA

Sworn to before me this
28th day of April, 2008.



Notary Public

PATRICIA A. BOTTI
Notary Public, State of New York
No. 01BO4984082
Qualified in New York County
Commission Expires July 15, 2011